

Stephen J. Shimshak  
Claudia L. Hammerman  
PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
1285 Avenue of the Americas  
New York, New York 10019-6064  
chammerman@paulweiss.com  
*Attorneys for Citi Defendants*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,  
  
Debtors.

Chapter 11  
Case No. 08-13555 (JMP)

LEHMAN BROTHERS HOLDINGS INC., LEHMAN  
BROTHERS SPECIAL FINANCING INC., LEHMAN  
BROTHERS COMMODITY SERVICES INC., LEHMAN  
BROTHERS COMMERCIAL CORP., AND OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS OF  
LEHMAN BROTHERS HOLDINGS INC.,

Plaintiffs and  
Plaintiff Intervenor

- against -

CITIBANK, N.A., CITIGROUP GLOBAL MARKETS  
LTD., CITIGROUP FINANCIAL PRODUCTS INC.,  
CITIGROUP ENERGY INC., CITI CANYON LTD., CITI  
SWAPCO INC., FYI LTD., FFI FUND LTD., and  
OLIFANT FUND, LTC.,

Defendants and  
Defendant Intervenor.

Adversary Proceeding  
No. 12-01044 (JMP)

**MOTION FOR ENTRY OF AN ORDER AUTHORIZING CITIBANK, N.A. AND  
ITS AFFILIATES TO FILE CONFIDENTIAL MATERIAL UNDER SEAL**

Citibank, N.A., Citigroup Global Markets Ltd., Citigroup Financial Products Inc., Citigroup Energy Inc., Citi Canyon Ltd., and Citi Swapco Inc. (collectively, "Citi"), by and through their attorneys Paul, Weiss, Rifkind, Wharton & Garrison LLP, hereby request entry of an order (the "Proposed Order") pursuant to section 107(b) of the United States Bankruptcy Code (the "Bankruptcy Code") and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") permitting Citi to file a redacted version of the letter sent by Citi to the Court on December 12, 2013, seeking a pre-motion conference in advance of a motion to compel (the "Letter"), which Citi intends to file on December 13, 2013. In support of the Motion, Citi respectfully submits as follows:

### **JURISDICTION**

1. The Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is 11 U.S.C. § 107(b).

### **RELIEF REQUESTED**

3. Pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, Citi seeks entry of an order, in the form of the Proposed Order attached hereto as Exhibit A, authorizing it to file a redacted version of the Letter and directing that the un-redacted version of this document remain under seal and confidential pending further order of this Court.

**BASIS FOR RELIEF**

4. Pursuant to section 107(b) of the Bankruptcy Code the Court may authorize Citi to file the Letter with redactions. Section 107(b) of the Bankruptcy Code provides in pertinent part:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may – (1) protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .

11 U.S.C. § 107(b)(1).

5. Bankruptcy Rule 9018 sets forth the procedure by which a party may move for relief under 11 U.S.C. § 107(b). Bankruptcy Rule 9018 provides in pertinent part:

On motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or confidential research, development, or commercial information . . . .

Fed. R. Bankr. P. 9018.

6. Citi seeks to file the Letter with redactions to protect plaintiffs' confidential information. The Letter contains a reference to the substance of a document that was provided to Citi by email on October 11, 2013. This email designated the document as "Confidential" pursuant to the Confidentiality Stipulation and Protective Order entered by the Court on October 15, 2012. Pursuant to the Confidentiality Stipulation and Protective Order, materials designated as "Confidential" may only be disclosed to certain enumerated individuals and parties. (Confidentiality Stipulation and Protective Order ¶ 5.)

7. Until this Court issues a ruling on this Motion, Citi will not publicly file an un-redacted copy of the Letter. An un-redacted copy was sent to the Court on December 12, 2013, in accordance with Local Bankruptcy Rule 9070-1, with a copy also sent to plaintiffs and plaintiff-intervenors. A redacted version of the Letter was sent to counsel for defendant-intervenors, who are not yet parties to the Confidentiality Stipulation and Protective Order.

**NOTICE**

8. Although notice of this motion is unnecessary under Bankruptcy Rule 9018, Citi has provided notice by e-mail to Diane Hutnyan and James Tecce of Quinn Emanuel Urquhart & Sullivan, LLP, as counsel for plaintiff-intervenor, and Turner Smith of Curtis, Mallet-Prevost, Colt & Mosle, LLP, as counsel for plaintiffs.

**NO PRIOR REQUEST**

9. Citi has not made any previous application for the relief requested here to this or any other court.

\* \* \*

WHEREFORE, Citi respectfully requests entry of an order in the form of the Proposed Order authorizing Citi to file a redacted copy of the Letter, limiting the parties with access to the full version of this document, and granting such other and further relief as this Court deems appropriate.

Dated: December 13, 2013  
New York, New York

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

By: /s/ Claudia L. Hammerman  
Claudia L. Hammerman

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
1285 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019-6064  
hammerman@paulweiss.com

*Attorneys for Citi Defendants*

**EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11  
Case No. 08-13555 (JMP)

LEHMAN BROTHERS HOLDINGS INC., LEHMAN  
BROTHERS SPECIAL FINANCING INC., LEHMAN  
BROTHERS COMMODITY SERVICES INC., LEHMAN  
BROTHERS COMMERCIAL CORP., AND OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS OF  
LEHMAN BROTHERS HOLDINGS INC.,

Plaintiffs and  
Plaintiff Intervenor

- against -

Adversary Proceeding  
No. 12-01044 (JMP)

CITIBANK, N.A., CITIGROUP GLOBAL MARKETS  
LTD., CITIGROUP FINANCIAL PRODUCTS INC.,  
CITIGROUP ENERGY INC., CITI CANYON LTD., CITI  
SWAPCO INC., FYI LTD., FFI FUND LTD., and  
OLIFANT FUND, LTC.,

Defendants and  
Defendant Intervenor.

**ORDER GRANTING MOTION OF CITIBANK, N.A. AND ITS AFFILIATES TO  
FILE CONFIDENTIAL MATERIAL UNDER SEAL**

Upon consideration of the Motion<sup>1</sup> for entry of an order pursuant to 11  
U.S.C. § 107(b) and Fed. R. Bankr. P. 9018 authorizing Citibank, N.A. and its affiliates  
("Citi") to file confidential material under seal; and it appearing that the relief requested  
in the motion is in the interests of justice; and it appearing that this Court has jurisdiction

<sup>1</sup> Motion for Entry of an Order Authorizing Citibank, N.A. and its Affiliates to File Confidential  
Material Under Seal. Capitalized terms used, but not otherwise defined herein, shall have the  
meanings set forth in the Motion.

over the motion pursuant to 28 U.S.C. §§ 157(b) and 1334; and it appearing that venue of the proceeding and this motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that no other notice is necessary at this time; and after due deliberation and sufficient cause appearing therefore; it is hereby:

ORDERED that the relief requested in the motion is granted as set forth herein in its entirety; and it is further

ORDERED that Citi is hereby authorized to file the Letter with redactions; and it is further

ORDERED that all information redacted pursuant to this Order shall remain redacted until further order of the Court; and it is further

ORDERED that this Order is without prejudice to the rights of any party in interest to seek to declassify and make public any portion of the materials filed under seal; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: December \_\_, 2013  
New York, New York

---

THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE